

BYLAWS
For
Texas Teachers of English to Speakers of Other Languages
(TexTESOL) Affiliate Region III

A Texas Nonprofit Corporation



Table of Contents

ARTICLE I.....	3
ARTICLE II. NAME	3
ARTICLE III. PURPOSE	3
ARTICLE IV. MEMBERSHIP & DUES	3
ARTICLE V. MEETINGS	4
ARTICLE VI. BOARD OF DIRECTORS	4
(1) Powers.....	4
(2) Qualifications	4
(3) Number of Directors.....	5
(4) Term of Directors	5
(5) Election of Directors.....	5
(6) Staggered Terms.....	5
(7) Resignation.....	6
(8) Removal	6
(9) Vacancies	6
(10) Compensation.....	6
ARTICLE VII. OFFICERS.....	6
ARTICLE VIII. DUTIES OF OFFICERS	6
(1) President.....	6
State Conference Chair.....	7
(2) Vice-President (President Elect)	7

(3) Immediate Past President.....	8
(4) Secretary	8
(5) Treasurer	9
(6) Membership Chair	9
(7) Public Relations/Marketing Chair	9
(8) Newsletter Editor.....	10
(9) Sociopolitical Concerns/Advocacy Chair.....	10
(10) Delegates-at-Large	10
(11) Webmaster	11
ARTICLE IX. INTEREST SECTIONS.....	11
ARTICLE X. CODE OF ETHICS.....	12
ARTICLE XI. ELECTIONS	12
ARTICLE XII. STATE AFFILIATES.....	13
ARTICLE XIII. DISSOLUTION	13
ARTICLE XIV. PARLIAMENTARY AUTHORITY	13
ARTICLE XV. INDEMNIFICATION	13
(1) Insurance.....	13
(2) Indemnification	13
(3) Limits on Indemnification.....	13
ARTICLE XVI. OPERATIONS	14
(1) Execution of Documents.....	14
(2) Disbursement of Funds.....	14
(3) Procurement Policy	15
(4) Records	15
(5) Inspection of Books and Records.....	15
(6) Loans to Management.....	15
(7) Amendments	15
(8) Fiscal Year	15
(9) Audit	15
CERTIFICATION	15
TexTESOL III AMENDMENTS	16
APPENDIX	17
Code of Ethics for EFL/ESL/TESOL foreign language/second language teachers	17
TESOL values.....	19
TexTESOL III Fiscal Policy.....	19
TexTESOL III Procurement Policy	19

BYLAWS For
Texas Teachers of English to Speakers of Other Languages
(TexTESOL) Affiliate Region III
a Texas Nonprofit Corporation
(Revised September 2008)

ARTICLE I

These bylaws constitute the code of rules adopted by the Texas Teachers of English to Speakers of Other Languages (TexTESOL) Affiliate Region III for the regulation and management of its affairs.

ARTICLE II. NAME

The name of this organization shall be Texas Teachers of English to Speakers of Other Languages, Central Texas Area (TexTESOL III): A Local organization for those concerned with the teaching of English as a second language and of standard English as a second dialect, hereinafter referred to as TexTESOL III.

ARTICLE III. PURPOSE

The purposes of TexTESOL III, a non-profit affiliate organization of Teachers of English to Speakers of Other Languages (TESOL), are to promote scholarship, to disseminate information, to strengthen at all levels the instruction and research in the teaching of standard English to speakers of other languages or dialects, and to cooperate in appropriate ways with other organizations having similar concerns.

This organization is organized exclusively for educational purposes as an organization that qualifies as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted by any organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV. MEMBERSHIP & DUES

(1) Individual voting membership in TexTESOL III is open to any person who at any educational level teaches standard English to speakers of other languages or dialects, who prepares such teachers, or who otherwise is concerned with such teaching or research. All interested individuals who apply for membership and pay the duly assessed dues of the organization shall be "members of the organization" and shall be entitled to one vote at the Annual Meeting.

- (2) Private nonprofit institutions and agencies that pay the duly assessed dues of the organization for that type of organization shall be "institutional members of the organization," with one vote at the Annual Meeting.
- (3) Publishers and other commercial organizations that pay the duly assessed dues for that type of organization shall be "commercial members of the organization," with one vote.
- (4) All members who are full-time students in undergraduate or graduate study shall be "student members of the organization," and enjoy the privileges of student membership and be entitled to one vote at the Annual Meeting.
- (5) The members dues shall be set by the Board of Directors.
- (6) Only members who have paid their dues will be considered by the Nominating Committee as potential officers or members of standing committees.
- (7) A membership year shall begin on the opening date of the annual conference in the fall of each year. For individuals joining the co-membership pilot program with TESOL, the billing cycle will be on an anniversary billing basis (e.g., if you join May 31, 2008 your expiration date will be June 30, 2009).
- (8) The annual dues for each category of membership shall be in amounts established annually by the Board, provided that no increase for any year be above 15 percent for any category. Dues may become effective sixty days after the Board has notified all the members of the proposed increase through appropriate means and, during that period, not over 10% of the members have registered objections to the proposed increase. If objections are received from at least 10% of the members, the proposed increase in the dues shall not become effective until ratified by majority vote of the members present at the next Annual Meeting. Dues shall be collected from January to December of each year to sustain membership.

ARTICLE V. MEETINGS

- (1) TextESOL III shall hold an Annual Conference at such time and place as the Board shall determine.
- (2) The Board meetings shall be held once a month or as deemed necessary by the President or Members of the Board. Quorum shall be simple majority (50% plus one).
- (3) The President shall have the right to call special meetings for the general membership or for the Board, as deemed necessary.
- (4) Those members in good standing, as having paid yearly dues, present at the Annual Meeting or any committee meeting shall constitute a quorum for voting purposes. Decisions reached by members present at special meetings are subject to ratification of the Board unless a quorum of two-thirds of the total membership is present.

ARTICLE VI. BOARD OF DIRECTORS

(1) Powers

The Board of Directors (Directors) of this organization is vested with the management of the business and affairs of this organization, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, sexual orientation, religion, or national origin. Employees of the organization are ineligible to serve on

the Board of Directors. Directorship is reserved for any person who at any educational level teaches standard English to speakers of other languages or dialects, who prepares such teachers, or who otherwise is concerned with such teaching or research.

(3) Number of Directors

The Board of Directors will consist of fifteen Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

Directors shall serve terms of one or two years. After serving two consecutive terms, a Director must vacate his position for at least one year before seeking re-election to another term in the same office or as a candidate for a different Board position.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the Annual Meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next Annual Meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Staggered Terms

There shall be staggered terms of office for Directors so that approximately one-third of the directorships shall be up for election each year. The system for staggered terms of office shall be implemented as follows:

President	One year
Vice-President/ President-elect	One year
Past President	One year
Secretary	Two years
Treasurer	Two years
Membership Chair	Two years
Public Relations/ Marketing Chair	Two years
Newsletter Editor	Two years
Advocacy (Sociopolitical Concerns) Chair	Two years
Delegate-at-Large (6)	One year
Webmaster	consultant

(7) Resignation

Any Director may resign at any time by delivering written notice two weeks prior to intended resignation date to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(8) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(9) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(10) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the organization, as long as a majority of disinterested Board of Directors approve the reimbursement. The organization shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE VII. OFFICERS

- (1) The Board of TextESOL III shall be: President, Vice-President, Immediate Past President, Secretary, Treasurer, Membership Chair, Public Relations/Marketing Chair, Newsletter Editor, Webmaster, Advocacy (Sociopolitical Concerns) Chair, and six Delegates-at-Large.
- (2) The TextESOL III Executive Board shall consist of the officers: President, Vice President, Immediate Past President, Secretary, and Treasurer.
- (3) The Executive Board shall implement matters of general policy as determined by the membership and may initiate action appropriate to that policy. All of the above members of the Executive Board shall have a vote in Board decisions.
- (4) Two members of the same household, family, or intimate relationship may not serve on the Executive board at the same time (anti-nepotism rule).

ARTICLE VIII. DUTIES OF OFFICERS

(1) President

The President shall call and preside at all meetings, appoint such committees as needed, and have general responsibility for conducting the business of the organization.

- a. Preside at board meetings and at the annual business meeting.

- b. Arrange for a meeting site for monthly board meetings in consultation with the board.
- c. Prepare meeting agenda.
- d. President shall serve as an official representative to the Council of Presidents and attend the meetings of the Council of Presidents at state and international conferences, or arrange for one to two representatives from Region III to attend. (see TESOL Constitution for details on President's requirements of attendance at international TESOL)
- e. Serve as the Executive Director of the TexTESOL Council of Presidents during the years of the 5-year cycle in which the rotation falls to TexTESOL III.
- f. Serve as an official delegate at the TESOL Leadership Workshop and TESOL Affiliate Assembly. (see TESOL Constitution for details on President's requirements of attendance at international TESOL every other Spring)
- g. Serve as the liaison to TESOL and keep the organization and TESOL mutually informed.
- h. Submit Letter from the President for each quarterly TexTESOL III's Newsletter.
- i. May co-sign checks written on the TexTESOL III bank account, if designated as signatory.
- j. Review and revise the long and short-term TexTESOL strategic plan with the Board.
- k. Upon the succession of the President to Immediate Past President, he or she may remain on the Board and serve in a capacity mutually determined by him/her and the Executive Board.
- l. Serve as State Conference Chair when the annual state conference rotation falls to TexTESOL III as host.
- m. Be a member of TESOL as well as TexTESOL III.

State Conference Chair

- a. Set theme for state conference 18 months prior to the conference.
- b. Determine conference site 18 months prior to the conference. Call and visit hotels and other conference sites to determine availability and suitability
- c. Appoint committee chairs 12 to 24 months prior to the conference (see Appendix for suggestions on How to Plan a Conference).
- d. Working with the treasurer, determine the budget, based on the prior year's conference and monitor expenditures.
- e. Delegate to a board member preparation of the printed conference program three months before the conference.
- f. Preside over the annual state conference.
- g. Delegate post-conference tasks, e.g., thank-you notes, reimbursement for valid expenses, no later than two weeks after the conference.
- h. Serve as contact/resource person for the next year's conference.

(2) Vice-President (President Elect)

The Vice-President shall be principally responsible for making all arrangements and work in conjunction with the Marketing Chair for publicity needs in connection with the programs to be held by the organization.

- a. Preside at meetings in the absence of the President assist the President in the execution of business.
- b. The Vice-President shall succeed to the presidency.
- c. Serve as a resource person for the President.
- d. Serve as assistant liaison to the TESOL central office with the TexTESOL III President.
- e. Disseminate news to and from TESOL central office, including the updating of officer list, in

- a timely manner.
- f. Chair the nominating committee.
- g. Gather information regarding prospective nominees from the Nominating Committee
- h. Submit a list of nominees to board members and to the newsletter editor for publication no later than one month in advance of the fall conference.
- i. Prepare and have distributed to the members a copy of the slate of officers to be presented for election at the annual business meeting.
- j. Serve as an official representative and attend meetings of the Council of Presidents at state and international conferences, or arrange for a representative from Region III to attend TexTESOL III
- k. Serve as an official delegate at the TESOL Leadership Workshop and TESOL Affiliate Assembly. (see TESOL Constitution for details on President's requirements of attendance at international TESOL each Spring)
- l. May co-sign checks written on the TexTESOL III bank account, if designated as signatory.

(3) Immediate Past President

The Immediate Past President shall:

- a) Serve as liaison with the TESOL central office.
- b) Be responsible for the timely submission of the "Affiliate Annual Report", the "Affiliate Assembly Delegate", and "Affiliate Dues" forms to the TESOL Central Office;
- c) Send conference announcements to *TESOL MATTERS*.
- d) Work collaboratively with the Vice President and President
- e) Be a member of TESOL as well as TexTESOL III
- f) Serve as an official representative to the Council of Presidents.
- g) Attend meetings of the Council of Presidents at state and international conferences, or arrange for a representative from TexTESOL III to attend.
- h) Serve as an official delegate to the TESOL Affiliate Council at the international conference in the spring.
- i) Serve in an advisory capacity to other board members
- j) Assist with membership, publicity, and advertising
- k) Specifically focus on assisting the Board with succession planning and tasks related to this function;
- l) Serve as ad hoc member of the Nominating Committee;
- m) Attend all Board meetings; and
- n) Submit an article for each issue of the TexTESOL III e-Newsletter

(4) Secretary

The Secretary shall keep all minutes and all official documents, shall be responsible for notifying the member concerning all meetings, and shall handle all official correspondence other than that conducted by the President.

- a. Record minutes and email them to board members within one week of the meeting.
- b. Notify board members at least one week ahead of upcoming meetings making sure the board has sufficient time to review the minutes for approval prior to a meeting.
- c. coordinate with the webmaster to have all minutes posted and stored online
- d. Provide board members with letterhead stationery as needed.
- e. Provide board members with a list of names and addresses of all board members.

- f. Write thank-you letters to all major providers of publicity.
- g. Receive, collect, file, and maintain annual copies of all agendas, minutes, correspondence, documents, and other records (historian role).
- h. Produce and keep current a history of TextESOL III (historian role).

(5) Treasurer

The **Treasurer** shall be responsible for conducting and recording the financial business of the organization..

- a. Work with the Conference Chair to pay conference bills in a timely fashion, and present board with a conference report on receipts/expenses.
- b. Prepare regular reports and an annual financial statement for board meetings; the annual statement is to be presented at the fall conference, and a summary article submitted to the *TextESOL III newsletter*.
- c. Pay bills and keep the board up to date on the account balance.
- d. Deposit all funds/checks/cash within 7 business days of receipt.
- e. Submit annual tax information to IRS, and file IRS Form 990, when appropriate.
- f. Pay sales taxes each January to the Texas State Comptroller's office on sales made the previous year
- g. May co-sign checks written on the TextESOL III bank account, if designated as signatory

(6) Membership Chair

The **Membership Chair** shall be responsible for promoting the organization and encouraging membership in it and for maintaining a current list of members, and shall coordinate with the newsletter editor publications produced by and for the organization.

- a. Maintain computer database of members.
- b. Receive new member applications forms and enter them into database.
- c. Mail welcome letter to new members.
- d. Produce mailing labels.
- e. Produce Membership Directory.
- f. Coordinate mailings to members.
- g. Work closely with secretary (paperwork), treasurer (fiscal issues), conference chair
- h. Give membership dues to treasurer in a timely manner
- i. In charge of receipt book and giving receipts to members for membership dues received
- j. Investigate recruitment possibilities where potential members work.
- k. Compile database for recruitment mailing.
- l. Send out recruitment mailings.

(7) Public Relations/Marketing Chair

- a. Publicize fall conference to potential participants by preparing an announcement featuring the conference logo and develop other attention-getting information on special events or speakers;
- b. Send announcements to other affiliate newsletters and to local business or professional organizations such as the Chamber of Commerce, newspapers, TV, radio, local school districts, and local university newsletters and educational institutions with an interest in TESOL.
- c. Coordinate with Vice President and State Conference Chair on events and conferences.

- d. Contract with publishers and other commercial organizations to:
 - (1) coordinate exhibits at conferences;
 - (2) sell advertising space in the newsletter, conference programs, directories, and mail outs; and
 - (3) arrange for display/exhibit space at conferences.
- e. submit an article for each issue of the TexTESOL III e-Newsletter

(8) Newsletter Editor

The Newsletter Editor shall be responsible for collecting information related to the organization's goals and interests for publication in a newsletter to the membership. Newsletters will be published quarterly as a means to network and inform the membership.

- a. Solicit, collect, and edit articles of interest to the ESL professional field.
- b. Design and produce each issue of the e-newsletter
- c. Arrange to post the e-newsletter on the TexTESOL website and notify membership that the newsletter is available on line.

(9) Sociopolitical Concerns/Advocacy Chair

The Sociopolitical Concerns/Advocacy Chair shall serve as liaison with the TESOL Advocacy Network, shall share information regarding sociopolitical concerns with the Board and the membership, and may initiate projects designed to educate the membership or encourage membership participation in sociopolitical concerns.

- a. serve as the contact for sociopolitical or legislative issues which concern members of TexTESOL III;
- b. Provide information and feedback to the board regarding matters of interest to the members
- c. Be an advocate for TexTESOL III members, ESL teachers and learners
- d. Represent TexTESOL III at regional, state and national advocacy meetings
- e. meet with other TexTESOL Advocacy Representatives;
- f. become a part of the TESOL Affiliate Advocacy Network;
- g. conduct a session at regional meetings to gain input from the membership concerning sociopolitical or legislative issues;
- h. collaborate with TexTESOL Council of Presidents Advocacy Representative to promote advocacy education and activities statewide;
- i. present regular report at Board meetings;
- j. submit an article for each issue of the TexTESOL III e-Newsletter

(10) Delegates-at-Large

Delegates-at-Large (maximum of 5) shall be responsible for community-related organizations in an effort to network with other educators and for participating in Board discussions and activities.

- a. Update board members and members on current events in their particular field/area, TESOL updates, etc.
- b. Be members of ad-hoc committees of the board
- c. Assume such responsibilities as the board may deem necessary from time to time.
- d. Represent the four interest sections: 1 (one) Elementary Education/BE, 1 (one) Secondary Education, 1 (one) Higher Ed/Intensive Education Programs , 2 (two) Adult Ed/Literacy/Community Education. One Delegate-at-large would be the Assistant Newsletter Editor.

(11) Webmaster

The Webmaster shall maintain the TextESOL III web site and update it regularly. as needed. S/He will be a consultant to the board. This person will play an active role on the board and assist with all its business as required.

- a. Regularly make deletions, corrections and additions to the website.
- b. Regularly update the yahoo/google board list, adding new board members and deleting those no longer on the board.

(12) At least three (3) members of the organization's governing board, one of whom must be the President, must be individual members of TESOL in good standing.

(13) Each officer shall be responsible for the duties described and record activities in a notebook or any other archival format (CD, website, etc) to be passed on to the subsequent holder of the same office.

(14) All of the above officers shall be voting members of the Board. Those who serve as advisors or consultants do not hold vote on Board decisions.

(15) Members of the Board of Directors who must travel more than fifty miles to attend the board meetings may request mileage reimbursement at the rate in effect for Texas state employees.

(16) All officers will serve on at least one committee for all conferences (local annual and state).

(17) The organization may choose to contract out a Board position (such as Treasurer or Webmaster) to an outside consultant or agent and substitute the vacated position to a Delegate-at-large opening.

ARTICLE IX. INTEREST SECTIONS

(1) At the time of joining or of membership renewal, members shall indicate their primary professional interest. One secondary interest from a number of Interest Sections established by the Board.

(2) Interest Sections represent the various professional concerns of TextESOL III. Sections shall be established or dissolved by the Board as membership interest indicates.

(3) Interest Sections shall hold at least one meeting each year, besides that held at the Annual Meeting.

(4) One item of business at the Annual Meeting for each Interest Section shall be the election of its representative to the Board.

ARTICLE X. CODE OF ETHICS

The corporation and its Directors and Employees will comply with the organization's Code of Ethics, attached in the Appendix .

ARTICLE XI. ELECTIONS

(1) All members of the Board shall be elected at large, with the exception of the President, who will move up from the position of Vice-President, unless he or she was appointed through a vacancy in which case he or she will also be elected at large. They shall be nominated by a Nominating Committee and elected by ballot at the Annual Meeting. The term of office is from the close of one annual meeting until the close of the next annual meeting.

(2) The Nominating Committee shall consist of two to four members. The Chair shall be designated by the President. It shall be the function of this committee to prepare a slate for the Board at least sixty days before the next Annual Meeting. The slate shall be distributed to the membership thirty days before the Annual Meeting.

(3) The committee will strive to assemble a slate that will:

- a) Reflect the geographical distribution of the membership
- b) allow for continuity as well as diversity by including both those who have served previously on the Board and those who have not.
- c) Represent a balance of the various professional sectors of the membership (e.g. public school vs. college/university, bilingual education vs. ESL, administrators vs. classroom teachers, etc).

(4) Before the Annual Meeting, the Newsletter Editor shall present the report of the Nominating Committee to the membership. Additional nominations may be made by any member of the organization if submitted in writing to the Chair of the Nominating Committee at least fifteen days before the Annual Meeting at which the election will be held. There shall be no nominations from the floor at the Annual Meeting.

(5) Election shall be by acclamation in cases where only one candidate has been nominated for an office and by secret ballot in cases where more than one candidate has been nominated. When there are three or more candidates for an office, a plurality of the votes is sufficient for election.

(6) A vacancy (due to illness, excessive absences from Board meetings, or lack of completion of responsibilities) in any office shall be determined and filled through a two-thirds vote of the Board. If a vacancy occurs in the Vice-President position, the appointed replacement does not automatically succeed to the presidency but must be duly elected by the members at the next Annual Meeting or in a special election by the members.

ARTICLE XII. STATE AFFILIATES

Coordination with TextESOL affiliates (TextESOL I, II, IV, and V) shall be in accordance with the TextESOL Council of Presidents Constitution and as deemed necessary to fulfill the obligations of the organizations goals.

ARTICLE XIII. DISSOLUTION

Upon dissolution of the organization, the Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3).

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the organization in all cases not covered by the Constitution and the Bylaws.

ARTICLE XV. INDEMNIFICATION

(1) Insurance

The organization will provide indemnification insurance (Directors and Officers insurance) for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the organization shall be indemnified by the organization against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XVI. OPERATIONS

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the organization shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Board and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

- a. Financial Transactions which have a value of \$250 or more shall require majority approval of the Board of Directors or Executive Board if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Treasurer may dispense with the funds of the organization in accordance with the annual budget approved by the Board of Directors and the purposes of the organization as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$250 disbursing funds from any of the organization's accounts shall require the signatures of at least two of the following: the President, Vice President, Secretary, or Treasurer.
- b. No part of the net earnings of this organization shall be used for the benefit of, or be distributed to, its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association (organization) shall not participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the association (organization) shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- c. All monies of the organization shall be disbursed only in the support of the purposes of this organization and shall not be disbursed to any member of the organization for his or her private gain. Monies may be disbursed only with the approval of both the TextESOL III President and the Treasurer with notification given to the Board. (See Fiscal Policy)
- d. The Board will annually review a fiscal policy and procedure statement. The policy will include, but not be limited to, the organization's investments, conference matters, financial contracts, and income, including membership dues.
- e. A committee will be convened in the year prior to a state conference with fiscal oversight of conference funds. The committee will be dissolved once both a conference report is turned in and all financial matters regarding the conference are resolved.

(3) Procurement Policy

The organization shall abide by its procurement policy, set forth in the Appendix.

(4) Records

The organization will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The organization will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the organization, and a membership roster giving the names and addresses of members.

(5) Inspection of Books and Records

All books and records of this organization may be inspected by any Director for any purpose at any reasonable time on written demand.

(6) Loans to Management

The organization will make no loans to any of its Directors or Officers.

(7) Amendments

Proposed amendments to this Constitution or Bylaws must first be approved by a majority of the members of the Board or submitted to the Board in a petition signed by at least 25 percent of the current members. Any such proposed amendments shall be distributed to all members at least thirty days before the amendment is voted on. To become effective, a proposed amendment must be ratified by a two-thirds majority of those members voting at the Annual Meeting or at a special meeting of the membership called by the Board.of TextTESOL III.

(8) Fiscal Year

The fiscal year for the organization will be September 1 to August 31 (as per documents filed with the IRS in 1984).

(9) Audit

The organization shall conduct a review or an audit to be completed by April 15 for the previous fiscal year. At minimum, the review/audit should be conducted on the fiscal year TextTESOL III is the host of the state conference; i.e. every five years.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of TextTESOL III at its meeting held on *[enter date here]*.

Secretary

TexTESOL III AMENDMENTS

I. Committees

- a. The Executive Board shall authorize all standing committees of the organization. In addition, the President, with the approval of the Board, shall be empowered to establish such ad hoc committees as he or she shall deem necessary or useful for the efficient conduct of the organization.
- b. The President, with approval of the Board, shall designate the chair of each committee.
- c. Time shall be provided at each regular meeting of the Board for reports from the standing committees.

Revised by Rubino and A. Baez, pending review and approval by the Board 09-14-08, 05-17-08, 04-30-08. Revised by H.M. Ernest and K. Fouche, pending review and approval by the Board. 10-01-07

APPENDIX

Code of Ethics for EFL/ESL/TESOL foreign language/second language teachers <http://www.tesol-law.com/codeofethics.php>

Definitions:-

Must is an absolute condition.

Shall is an imperative condition.

1. The foreign language/second language teachers responsibilities to the students in his/her care are as follows:-

- 1.1 The foreign language/second language teacher shall give foremost consideration to the students well being.
 - 1.2 The foreign language/second language teacher shall direct his/her whole professional effort to assist the students to develop his/her second language speaking ability.
 - 1.3 The foreign language/second language teacher shall foster in his/her students, honesty, integrity, and consideration for others and shall do nothing, by precept or example, to discredit these qualities.
 - 1.4 The foreign language/second language teacher shall act, and shall be seen to act, with justice and fairness.
 - 1.5 The foreign language/second language teacher shall exercise authority in accordance with the law of the land and with evolving concepts of the students needs and rights.
 - 1.6 The foreign language/second language teacher shall recognize that each student is an individual and that students can differ in what is required for the promotion of their education.
 - 1.7 The foreign language/second language teacher shall recognize an obligation to assist all students under his/her charge to develop their talents suitably and to the fullest extent feasible.
 - 1.8 The foreign language/second language teacher shall recognize that he/she should work with native and nonnative co-workers to promote the welfare of students, particularly by consulting and involving parents, whenever this is desirable.
 - 1.9 The foreign language/second language teacher shall make reasonable effort to protect the students from conditions harmful to learning or to health and safety.
 - 1.10 The foreign language/second language teacher shall not intentionally expose the students to embarrassment or disparagement.
 - 1.11 The foreign language/second language teacher shall not use professional relationships with students for private advantage.
 - 1.12 The foreign language/second language teacher shall not disclose information about students obtained in the course of professional service unless such disclosure serves a compelling professional purpose or is required by law.
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2. The foreign language/second language teacher's responsibilities to his colleagues and the Teaching Profession are as follows:-

- 2.1 The foreign language/second language teacher shall respect the professional standing and opinions of his/her colleagues and shall maintain in his/her relations with them the highest standards of professional courtesy.
- 2.2 The foreign language/second language teacher shall be prepared to help in all possible ways junior colleagues and those in training.
- 2.3 The foreign language/second language teacher shall accept the authority of senior professional colleagues while retaining the right to express professional opinion.
- 2.4 The foreign language/second language teacher shall recognize his/her obligation to advance the causes of education and hence the causes of the teaching profession.
- 2.5 The foreign language/second language teacher shall recognize his/her obligation to improve his effectiveness as a foreign language/second language teacher in every possible way.
- 2.6 The foreign language/second language teacher shall recognize his responsibility for his/her own actions and judgments and he shall be prepared to stand by their consequences.
- 2.7 The foreign language/second language teacher shall recognize his/her duty to manifest responsibility, individual initiative, and integrity in his/her teaching and other professional actions within guidelines laid down for the profession.
- 2.8 The foreign language/second language teacher shall not knowingly make a false statement concerning the qualifications and competence when applying for a position.
- 2.9 The foreign language/second language teacher shall not accept gratuity, gift, or favour that might impair or appear to influence professional decisions or actions.
- 2.10 The foreign language/second language teacher shall do all in her/his power and abilities to promote the ethics affecting foreign language/second language teachers.
- 2.11 Senior professional foreign language/second language teachers shall not censure other foreign language/second language teachers or criticize their work in the hearing of students.
- 2.12 A foreign language/second language teacher shall not by way of by public statement, bring the profession, his school, or the department in which he works into disrepute.
- 2.13 The foreign language/second language teacher shall appreciate that, while as a professional person he must accept responsibility for his/her actions, his/her duty shall be to carry out reasonable instructions from senior native and non native professional colleagues. The foreign language/second language teacher shall have the right to protest against instructions.
- 2.14 Senior professional colleagues shall give a foreign language/second language teacher all support and help that is in their power to make the foreign language/second language teacher's work effective, consult and inform him on matters affecting his work and treat him with justice and dignity.

3. The foreign language/second language teachers Responsibilities to the Parents of her/his students and to the Community.

- 3.1 The foreign language/second language teacher shall recognize the right of a parent to consult him/her, through proper channels, on their child's welfare. The foreign language/second language teacher shall recognize the right of a parent to be consulted about any matter which concerns the future development of his child.
- 3.2 The foreign language/second language teacher shall do nothing to undermine lawful parental authority, but shall be prepared to give advice which, in his/her professional view, is in the best interest of the students.

3.3 The foreign language/second language teacher shall act within the community in a manner which enhances the prestige of the profession.

4. Legal obligations of the foreign language/second language teacher

- 4.1. The foreign language/second language teacher must at all times comply with the Immigration laws of the country he/she is resident in.
- 4.2. The foreign language/second language teacher must not enter into any activity that contravenes the criminal code of the country he/she is resident in
- 4.3. The foreign language/second language teacher shall do all in his/her ability to advance his/her teaching qualifications by way of attending conferences, undertaking on-line MA or Certificate program work, or such other training as may be available to the teacher.

TESOL values

- professionalism in language education
- individual language rights
- accessible, high quality education
- collaboration in a global community
- interaction of research and reflective practice for educational improvement
- respect for diversity and multiculturalism

TexTESOL III Fiscal Policy

[elaborate here]

TexTESOL III Procurement Policy

[elaborate here]